

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF TELEPHONE AND)	
DATA SYSTEMS, INC., AN IOWA CORPORATION,)	
UNITED STATES CELLULAR CORPORATION, A)	
DELAWARE CORPORATION, AND MO-TEL)	
CELLULAR, INC., A GEORGIA CORPORATION)	
D/B/A CELLULAR ONE WESTERN KENTUCKY)	
CELLULAR TELEPHONE COMPANY AND D/B/A)	CASE NO. 93-276
WESTERN KENTUCKY CELLULAR TELEPHONE)	
COMPANY, FOR APPROVAL OF THE MERGER OF A)	
WHOLLY-OWNED SUBSIDIARY OF TELEPHONE AND)	
DATA SYSTEMS, INC. AND MO-TEL CELLULAR,)	
INC. AND THE TRANSFER OF THE SURVIVING)	
CORPORATION TO UNITED STATES CELLULAR)	
CORPORATION)	

O R D E R

This matter arising upon petition of Telephone and Data Systems, Inc. ("TDS"), United States Cellular Corporation ("USCC") and Mo-Tel Cellular, Inc. ("Mo-Tel") d/b/a Cellular One Western Kentucky Cellular Telephone Company and d/b/a Western Kentucky Cellular Telephone Company ("Petitioners") filed September 30, 1993 for a rehearing of the Commission's September 10, 1993 Order denying confidential protection of certain information contained in the Letter Agreement detailing the acquisition, as well as certain exhibits to the Letter Agreement. The information included the purchase price to be paid by TDS, certain adjustments to the price and other data relevant to the value of the assets being acquired.

The Commission, having considered the petition and being otherwise sufficiently advised, HEREBY ORDERS that:

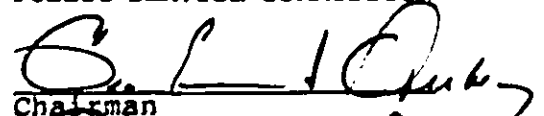
1. Petitioners' request for rehearing be and is hereby granted.

2. Petitioners shall file within 30 days of the date of this Order direct testimony specifically addressing the criteria contained in KRS 61.878(1)(c)(1), including all supporting documents and exhibits, demonstrating, in detail, how the information could be used by a competitor to gain an unfair advantage and cause competitive harm, and the witnesses upon whom it intends to rely in support of its petition to protect the information contained in the above-mentioned Letter Agreement from public disclosure.

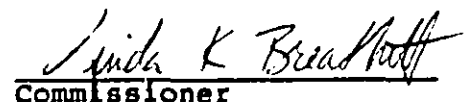
3. The Commission may upon review of the testimony schedule this matter for a formal hearing in which event the testimony shall be incorporated into the record as the direct evidence of Petitioners.

Done at Frankfort, Kentucky, this 18th day of October, 1993.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director